Republic of the Union of Myanmar ★ Myanmar Investment Commission ★
Form (2)
Sr, No. 327-E
Date 11-4-2017

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1264 /2017 Date 11th, April 2017

This Permit is issued by the Myanmar Investment Commission according to the section 13 (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. THOMAS JOSEPH LIM KIM GUAN (LIN QINYUAN)

(b) Citizenship SINGAPORE

(c) Address 56 NEIL ROAD, SINGAPORE 088830

(d) Name and Address of Principal Organization WILMAR INVESTMENT HOLDINGS PTE.LTD., 56 NEIL ROAD, SINGAPORE 088830

(e) Place of incorporation SINGAPORE

(f) Type of Investment Business MANUFACTURING AND SALES OF FLOUR PRODUCTS AND BY-PRODUCTS OF FLOUR

(g) Place(s) at which investment is permitted PLOT NO. 20&21 AND THE PARCEL OF LAND ADJOINING PLOT NO. 20 AND 21, THILAWA PORT AREA, KYAUKTAN TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 7.56 MILLION

(i) Period for Foreign Capital brought in WITHIN 25 MONTHS FROM THE DATE OF ISSUANCE OF THE MIC PERMIT

(j) Total Amount of Capital (Kyat) EQUIVALENT IN KYAT OF US$ 31.495 MILLION (INCLUDING US$ 7.56 MILLION)

(k) Construction period 25 MONTHS

(l) Validity of Investment Permit 50 YEARS

(m) Form of Investment JOINT VENTURE

(n) Name of Company Incorporated in Myanmar WILMAR MYANMAR FLOUR MILLS LIMITED

11-4-17

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၂၆၄/၂၀၁၇ ၂၀၁၇ ခုနှစ် ဧပြီလ ၁၁ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြား ရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် Mr. THOMAS JOSEPH LIM KIM GUAN(LIN QINYUAN)

(ခ) နိုင်ငံသား SINGAPORE

(ဂ) နေရပ်လိပ်စာ 56 NEIL ROAD, SINGAPORE 088830

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ WILMAR INVESTMENT HOLDINGS PTE.LTD., 56 NEIL ROAD, SINGAPORE 088830

(င) ဖွဲ့စည်းရာအရပ် SINGAPORE

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ဂျုံပစ္စည်းများနှင့် ဂျုံဘေးထွက်ပစ္စည်းများထုတ်လုပ်ခြင်းနှင့် ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်-၂၀၊ ၂၁ နှင့် ၂၁နှင့် ၂၂ ထိ နှင့် ကပ်လျက် မြေကွက်လပ်၊ သီလဝါဆိပ်ကမ်းဧရိယာ၊ ကျောက်တန်းမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၇.၅၆ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ ၂၅လ အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၃၀.၄၉၅ သန်းနှင့်ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၇.၅၆ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂၅လ

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် WILMAR MYANMAR FLOUR MILLS LIMITED

11-4-17

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Republic of the Union of Myanmar ★ Myanmar Investment Commission ★ Sr, No. 327-C Date 11.4.2017

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Tel: 01-658127

Fax: 01-658136

Our ref : MIC-2/ FI-161/ 2017(327-c)

Date : 11 April 2017

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing and Sale of Flour Products and By-Products of Flour" under the name of Wilmar Myanmar Flour Mills Limited.**

Reference: Wilmar Myanmar Flour Mills Limited's Letter dated (24-10-2016)

1. The Myanmar Investment Commission, at its meeting (5/2017) held on (13-3-2017) had approved that the proposal for investment in "Manufacturing and Sale of Flour Products and By-Products of Flour" under the name of "Wilmar Myanmar Flour Mills Limited" submitted as a joint venture by Wilmar Investment Holdings Pte.Ltd. (80%) from Singapore and Value Foodstuff Trading Company Limited (20%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Republic of the Union of Myanmar Foreign Investment Law. Terms and Conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50(fifty) years and extendable for 10(ten) years in 2(two) times commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of Lease Agreement for land shall be initial 50(fifty) years commencing from the date of signing of the Sub-Lease Agreement between Wilmar Myanmar Flour Mills Limited (lessee) and Wilmar Myanmar Port Terminals (Thilawa) Limited (lessor) and extendable for 10(ten) years in two times subject to the approval of Myanmar Investment Commission.

4. The annual rent for the land shall be US$ 150,000 (United States Dollar one hundred and fifty thousand only) calculated at the rate of US$ 5 per square meter per year for 50(fifty) years of the total land measuring 30,000 square metres (7.4131614 acres). The rate of rent shall be reviewed every five years term and increase of the rate shall not be more than 15% of the previous annual rent.

5. In issuing this "Permit", the Commission has granted the following exemptions and reliefs as per section 27 (a), (h), (i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instrument, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Wilmar Myanmar Flour Mills Limited shall have to sign the Sub-Land Lease Agreement with Wilmar Myanmar Port Terminals (Thilawa) Limited. In addition, Wilmar Investment Holding Pte.Ltd. shall have to sign the Joint Venture Agreement with Value Foodstuff Trading Company Limited. After signing such Agreements, (5) copies of each shall have to be forwarded to the Commission.

7. Wilmar Myanmar Flour Mills Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Wilmar Myanmar Flour Mills Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issuance of this "Permit" it shall become null and void.

9. Wilmar Myanmar Flour Mills Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Wilmar Myanmar Flour Mills Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

13. Wilmar Myanmar Flour Mills Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the Wilmar Myanmar Flour Mills Limited has to follow the existing Labour Laws for

the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Wilmar Myanmar Flour Mills Limited brings in foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Wilmar Myanmar Flour Mills Limited has the right to make account transfer and expend the foreign currency from its bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Wilmar Myanmar Flour Mills Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Wilmar Myanmar Flour Mills Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Natural Resources and Environmental Conservation in which to conduct an Environmental Impact Assessment(EIA) and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and be abided by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, Wilmar Myanmar Flour Mills Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

21. After getting permit from Myanmar Investment Commission, Wilmar Myanmar Flour Mills Limited must follow National Food Law and it is necessary to get the permission of Food and Drug Administration(FDA) under Ministry of Health and Sports.

22. Wilmar Myanmar Flour Mills Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made out of the local sale or from export earnings of Wilmar Myanmar Flour Mills Limited.

24. Wilmar Myanmar Flour Mills Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

11.4.17

(Kyaw Win)
Chairman

Managing Director
Wilmar Myanmar Flour Mills Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Health and Sports
4. Ministry of Transport and Communication
5. Ministry of Natural Resources and Environmental Conservation
6. Ministry of Labour, Immigration and Population
7. Ministry of Industry
8. Ministry of Commerce
9. Ministry of Planning and Finance
10. Office of the Yangon Region Government
11. Managing Director, Myanmar Port Authority
12. Director General, Department of Environmental Conservation
13. Director General, Food and Drug Administration (FDA)
14. Director General, Department of Labour
15. Director General, Department of Immigration
16. Director General, Directorate of Industrial Supervision and Inspection
17. Director General, Department of Trade
18. Director General, Customs Department
19. Director General, Internal Revenue Department
20. Director General, Directorate of Investment and Company Administration
21. Director General, National Archives Department